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INCORPORATOR'S HANDBOOK



Ministry of
Consumer and
Commercial Relations

Ontario



SCOPE AND PURPOSE OF THIS BOOKLET

Effective September 1, 1979, Bill 34, the Business Corporations Amendment Act, 1979 (S.O. 1979 c.36) transferred to the incorporator the responsibility for determining that the proposed corporate name and articles do not conflict with the Statute.

The purpose of this booklet is to present guidelines for corporate name selection and the preparation and filing of articles of incorporation. Certain pertinent sections of the Regulations made under the Business Corporations Act are included in this booklet; however, the reader is referred to the Regulations and the Act to examine those sections not set forth. A copy of the Business Corporations Act including the Regulations may be purchased at the Ontario Government Bookstore, 880 Bay Street, Toronto, Ontario, M7A 1N8. Their information number is (416) 965-6015, Toll-free 1-800-268-7540.

This booklet contains general statements concerning the Act's requirements and Regulations. They are intended to serve only as a general guide and not as a substitute for the Statute when dealing with specific problems. Also, reference to this booklet should not be a substitute for consultation with a lawyer on legal matters or with an accountant on taxation and financing considerations.

To foster uniformity in the area of the selection of a corporate name, the contents of this booklet have been, to a large extent, adapted from a similar publication produced by the Corporations Branch, Consumer and Corporate Affairs Canada.

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SECTION 1 CORPORATE NAME

PART 1 — AIM OF CORPORATE NAME REGULATIONS

1.1 Main Goals

The overall goals of corporate name law are:

- a) to minimize litigation with respect to similar business names by ensuring that NEW Ontario corporate names are not confused with EXISTING business names or trade marks; and
- b) to ensure, as far as is practical, that new Ontario corporate names do not MISLEAD or CONFUSE the public as to the nature or relationship of corporations.

1.2 “Distinctiveness”

Basically, new corporate names must be “distinctive”, and this distinctiveness must survive certain media distortion as the corporation identifies itself to the various publics with which it interacts, including other businesses, shareholders, creditors, consumers and government regulatory agencies.

PART 2 — SELECTING A CORPORATE NAME

2.1 Weak Names

The number of active business names and trade marks in Ontario is now so large that confusion among businesses and products could easily result if new names are not “distinctive”. There is little point in adopting a corporate name with terms so overused that the name’s distinctiveness is weakened.

2.2 Ensuring Distinctiveness

Company names using such terms as MAPLE LEAF, IMPERIAL, NATIONAL, UNITED, GENERAL, CANADIAN, ONTARIO, and ASSOCIATED number in the thousands. These terms are no longer distinctive enough to distinguish one name from another unless used in conjunction with a very distinctive term — for example, a coined word such as EXXON, or one or more descriptive terms that render the whole name distinctive. A highly distinctive name has the best chance of remaining a memorable corporate label in a commercial world already full of many general and similar names. Appendix “A” of this brochure provides a listing of the most common terms used in existing names. In general, you should not rely on any of those terms either as the main element in making a proposed name distinctive or as terms that can be added to a proposed name to overcome confusion with an existing registered name.

Examples:

The table in Part 4 of this booklet categorizes and gives examples of the range of weak and highly distinctive corporate names.

PART 3 — NAME DECISION PROCESS

3.1 Overview

In deciding whether the proposed name is available, several considerations may be made. These considerations and the name decision process are outlined in the flow chart on the next page. Essentially, there are six main considerations:

1. Is the proposed name **ABSOLUTELY PROHIBITED** by the Regulations?
2. Is it **QUALIFIEDLY PROHIBITED** by the Regulations?
3. Is it **OBSCENE**?
4. Is it **DISTINCTIVE**?
5. Is it **MISDESCRIPTIVE**?
6. Is it **CONFUSINGLY SIMILAR** to an existing name or trade mark?

A more detailed description of each consideration is contained in Part 5 of this booklet under **SPECIFIC REGULATIONS**.

NOTE: A name search is necessary before determining if a proposed name is confusing.

3.2 Name Search

Once a proposed corporate name is selected, the incorporator must search the name against the existing names of other corporations, trade marks, trade names and unincorporated business enterprises.

A request for an Ontario-biased or weighted search is to be submitted to one of the search houses. (Appendix "B" contains further information on search houses currently in business), which will, using the NUANS system, search the proposed name against the name data base, which contains all corporate names and trade marks in Canada. (The NUANS — New Upgraded Automated Name Search system — and the name data base are the property of the Corporations Branch, Consumer and Corporate Affairs Canada). The search process will produce a computer-printed Search

Report listing names in descending order of similarity. Using this Search Report, you decide whether or not the proposed name is deceptively similar to or confusing with any name cited in the Search Report. Before deciding, you should search the local telephone directory and trade indexes (available at most public libraries) for any existing names that may conflict with the proposed corporate name.

3.3 Name Decision

Careful selection of a corporate name will avoid a number of potentially costly problems. Before making your decision as to whether to use the name, carefully assess the NUANS name search report and the result of your searches of the local telephone directory and trade indexes. Use the flow chart on the next page as a handy step-by-step guide for considerations that must be taken into account when deciding on the availability of a corporate name.

As a rule of thumb: **If in doubt, do not use the name.**

CORPORATE NAME DECISION PROCESS

CONSIDERATIONS

AUTHORITY REFERENCE IN B.C.A. REGULATION

1. IS NAME ABSOLUTELY
PROHIBITED BY REGULATIONS?

2. QUALIFIEDLY PROHIBITED?
Government sponsorship implied, etc.?

3. OBSCENE?

4. DISTINCTIVE?
(a) Too general?

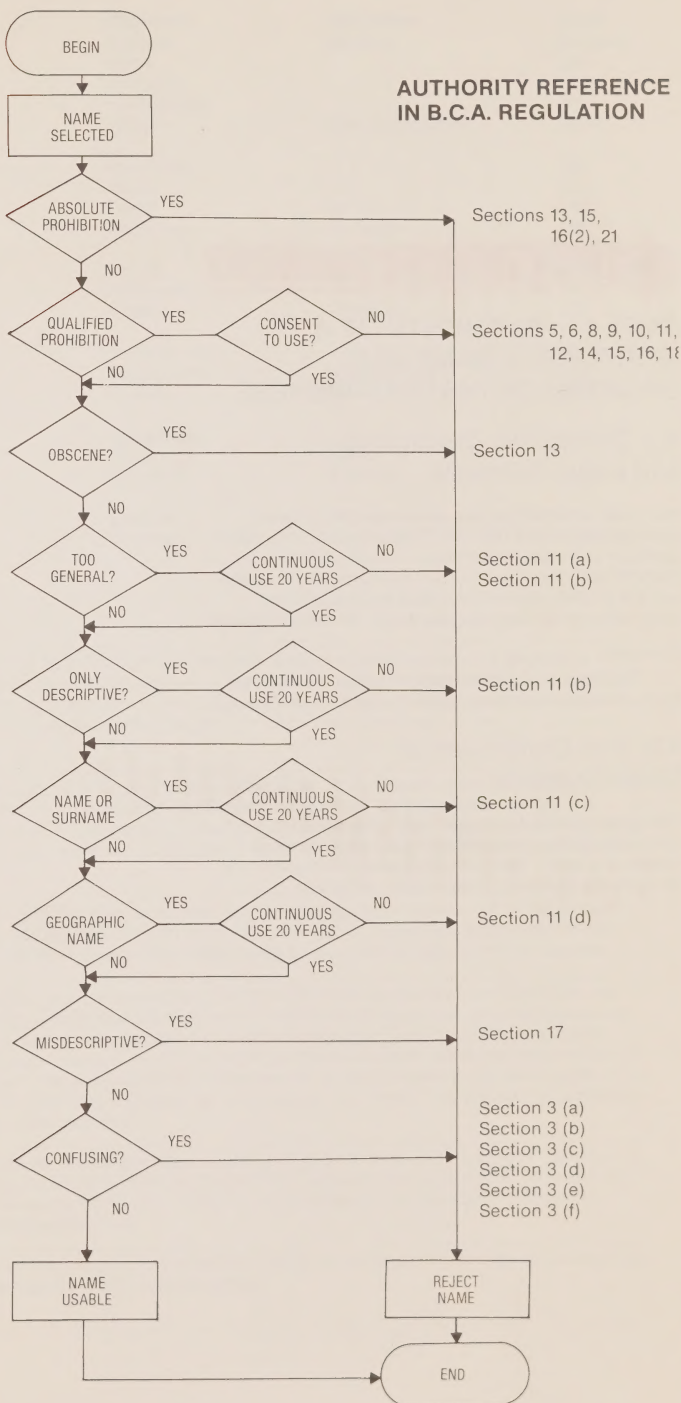
(b) Only descriptive?


(c) Primarily or only a name or surname?

(d) Primarily or only a geographic name?

5. MISDESCRIPTIVE?

6. CONFUSING?
Check name search report, local
telephone directory & trade indexes for
identical or deceptively similar names
Confusing Aspects:
(a) Distinctiveness
(b) Length of time in use
(c) Nature of goods or services or nature
of business; including audience
(d) Nature of trade
(e) Degree of Similarity
— appearance
— sound
— meaning
(f) Geographic area of use





PART 4 — ELEMENTS OF A CORPORATE NAME AND DEGREES OF DISTINCTIVENESS

4.1 Distinctive, Descriptive and Legal Elements

Nearly all corporate names are comprised of these three elements. The **DISTINCTIVE** element is the main identifier of the corporate name. The **DESCRIPTIVE** element describes the nature of the corporate business and the **LEGAL** element indicates the status of the corporation as an incorporated body.

Example:

TELFAX	COMMUNICATIONS	LIMITED
Distinctive Element	Descriptive Element	Legal Element

4.2 The Continuum of Distinctiveness

There are varying degrees of distinctiveness in corporate names, some being highly distinctive and others very weak. The more distinctive the name is, the more memorable and commercially useful it is.

CORPORATE NAMES

Type of Name	Group	Distinctive Element	Descriptive Element	Legal Element
Coined, fanciful, or suggestive name	I	Xerox Cominco Slack Shack Telfax	Communications	Ltd. Ltd. Ltd. Ltd.
Arbitrary Use of dictionary words (free words)	II	Inspiration Husky Dome Rainbow	Oil Mines Oil & Gas	Inc. Ltd. Ltd. Ltd.
Family name	III	Moore Honeywell Molson	Industries	Corp. Ltd. Inc. Ltd.
Geographic name	IV	Hudson's Bay Falconbridge Toronto	Nickel Mines Elevators	Company Ltd. Ltd.
Descriptive name	V	Volkswagen Playboy Blindcraft	Clubs Products	Ltd. Inc. Ltd.
General name	VI	General Canadian	Motors Industries	Inc. Ltd.

Group	General Guidelines
I Coined, fanciful, or suggestive name	Whether made up of a distinctive element alone or a combination of a distinctive element and a descriptive element, if the name has great inherent distinctiveness, it will be given strong protection in law from confusion (of origin of goods or services or implied affiliation) and even from dilution of its distinctiveness.
II Arbitrary use of free word	If the dictionary word is used in a fanciful sense quite different from its ordinary meaning, the name is a borderline Class I name and is protected accordingly. If a dictionary word in a name is not used in a fanciful sense, then because it is a free word available to all, it must be accompanied by a descriptive word that creates a distinctive phrase.
III Family name	Unless acting in bad faith to achieve confusion of goods or services or of businesses in order to ride on the coat-tails of an established firm, individuals are entitled to use their own names in a corporate name if they have a material interest in the business.
IV Geographic name	A geographic term is a free word to which no one can ordinarily claim exclusive use. Unless a geographic term used alone in a name has, through use, acquired secondary meaning, it must be accompanied by a descriptive term. But where the geographic location is not famous, if a name using the geographic name alone has become famous and therefore has acquired great distinctiveness as denominating the corporation or its products through long (20 years) and continuous use, it will be given strong protection in law (e.g., Falconbridge).
V Descriptive name	A descriptive term is by definition a free word used to describe a business; therefore, it must always be accompanied by another descriptive term. If it connotes an origin or a nature of business that is not in fact true, (e.g., Eskimo Handicrafts), it violates the Regulations (see Part 3.4).
VI General name	A name that is so general that it could apply to any products or services anywhere must not be used as it is totally non-distinctive.

PART 5 — SPECIFIC REGULATIONS AND RELATED CONSIDERATIONS

Note: None of the following applies to an existing corporation under the Business Corporations Act unless the corporation proposes to change its name.

5.1 Length of Name

The Regulations

s. 21... The name of a corporation shall not exceed 120 characters in length, including punctuation marks and spaces.

5.2 Symbols in Name

The Regulations

s. 20... For the purposes of subsection 10(3) of the Act, the following punctuation marks and other marks are the only ones permitted as part of the name of a corporation:

! " # \$ % & ' () * + , -
 . / : ; < = > ? [] \ ^

5.3 Absolute Prohibitions

The Regulations

s. 15... The following words and expressions shall not be used in a corporate name:

3. "association";
6. "condominium" or any abbreviation or derivation thereof;
7. "co-operative" or any abbreviation or derivation thereof;
8. "council";
9. digits or words that would lead to the inference that the name is a number name;
14. any word or expression that would lead to the inference that the corporation is not a business corporation to which the Act applies.

s. 16(2)... No word or expression that suggests that a corporation is connected with a political party or leader of a political party, where the purpose for which the corporation is incorporated is of a political nature, shall be used in a corporate name.

5.4 Qualified Prohibitions

The Regulations

s. 4... A corporation may have a name similar to that of another body corporate where the corporation is not or will not be affiliated with the body corporate if,

- (a) that corporate name relates to a corporation that is the successor to the business of the body corporate and the body corporate has ceased or will cease to carry on business under that name; or
- (b) the body corporate undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name commences to use it,

and the corporate name sets out in numerals the year of acquisition of the name in parentheses, words, numerals, or initials are added, deleted or substituted, as the case may be, or the name is varied by substituting one of the legal elements required under subsection 10(1) of the Act or their corresponding abbreviations.

s. 5... A corporation may have a name similar to that of another body corporate where the corporation is affiliated with that body corporate.

s. 6... Except as provided in section 10, no corporation may acquire a name identical to the name or former name of another body corporate, whether in existence or not, unless the body corporate was incorporated under the laws of a jurisdiction outside Canada and has never carried on any activities or identified itself in Canada.

s. 8... A corporation may have a name similar to that of a known,

- (a) trust;
- (b) association;
- (c) partnership; or
- (d) sole proprietorship,

or a known name under which any of them carry on business or identifies itself if,

- (e) the corporate name relates to a proposed corporation that is the successor to the business carried on under the name and the user of the name has ceased or will cease to carry on business under the name; or

- (f) the known trust, association, partnership or sole proprietor undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name commences to use it.

s.9... A corporate name containing a word that is the same as or similar to the distinctive element of a trade mark or name of another body corporate shall not for that reason alone be prohibited if,

- (a) the body corporate consents to the use of the name; and
- (b) the corporate name contains additional words or expressions to differentiate it from the body corporate and other users of the trade mark or name.

s.10... Where two or more corporations amalgamate, the name of the amalgamated corporation may be identical to the name of one of the amalgamating corporations if the name is not a number name.

s.11... A corporate name shall not be,

- (a) too general;
- (b) only descriptive, in any language, of the quality, function or other characteristics of the goods or services in which the corporation deals or intends to deal;
- (c) primarily or only the name or surname of an individual who is living or has died within thirty years preceding the date of filing the articles; or
- (d) primarily or only a geographic name used alone,

unless the proposed corporate name has been in continuous use for at least twenty years prior to the date of filing the articles or the proposed corporate name has through use acquired a meaning which renders the name distinctive.

s.11(2)... A corporate name shall not be primarily or only a combination of punctuation marks or other marks that are permitted under section 20 and the first character of the name shall be a numeral or arabic character.

s.12(1)... A corporate name shall not contain a word or expression, an element of which is the family name of an individual whether or not preceded by his given name or initials, unless the individual or his heir, executor or administrator assigns or guardian consents in writing to the use of his name and the individual has, had or will have a material interest in the business.

s.12(2)... Subsection (1) does not apply where the corporation that will use the proposed name is the successor or affiliate of a person other than an individual that has as an element of its name, the family name, where,

- (a) the person consents in writing to the use of the name;
- (b) if the proposed name would contravene clause 9(1)(b) of the Act, the person undertakes in writing to dissolve forthwith or change its name to some other name that complies with clause 9(1)(b) of the Act before the corporation proposing to use the name commences to use it; and
- (c) the proposed name does not contravene section 6.

s.14... No word, expression or abbreviation, the use of which is prohibited or restricted under an Act or Regulation of the Parliament of Canada or a province or territory of Canada, unless the restriction is satisfied, shall be used in a corporate name.

s.15... The following words and expressions shall not be used in a corporate name:

1. "Amalgamated" unless the corporation is an amalgamated corporation resulting from the amalgamation of two or more corporations.
2. "Architect" or "Architectural" where the use suggests the practice of the profession or any variation thereof, except with the written consent of the Council of the Ontario Association of Architects.
4. "Club" unless the corporation carries on a sporting or athletic business and there is no inference that a member of the public may become a member of the corporation.

5. "College", "institute" or "university" if the word would lead to the inference that the corporation is a university, college of applied arts and technology or other post-secondary educational institution.
10. "Engineer" or "engineering" where such word suggests the practice of the profession or any variation thereof, except with the written consent of the Association of Professional Engineers of the Province of Ontario.
11. "Housing" unless the corporation is sponsored by or connected with the Government of Canada, the Government of Ontario, or a municipal government in Ontario and evidence thereof accompanies articles or an application sent to the Director.
12. "Veteran" or any abbreviation or derivation thereof unless there has been continuous use of the name for a period of at least twenty years prior to the acquisition of the name.
13. Numerals indicating the year of incorporation unless section 4 applies or it is a year of amalgamation of the corporation.

s.16(1)... No word or expression that suggests that a corporation,

- (a) is connected with the Crown or the Government of Canada, a municipality, any province or territory of Canada or any department, Ministry, branch, bureau, service, board, agency, commission or activity of any such government or municipality;
- (b) is sponsored or controlled by or is associated or affiliated with a university or an association of accountants, architects, engineers, lawyers, physicians, surgeons or any other professional association recognized by the laws of Canada or a province or territory of Canada; or
- (c) carries on the business of a bank, loan company, insurance company, trust company, other financial intermediary or a stock exchange that is regulated by a law of Canada or a province or territory of Canada,

shall be used in a corporate name without the consent in writing of the appropriate authority, university or professional association, as the case may be.

Related Considerations Successor Corporations

- (a) The incorporation of an existing unincorporated business does not constitute a "successor" situation.
- (b) Section 8(e) of the Regulations, which refers to successor CORPORATIONS, also applies to UNINCORPORATED businesses.

Given Names and Surnames

- (a) When a proposed name has as its distinctive feature a word that is both a surname and a dictionary word, e.g. "Black Manufacturing Ltd.", the individual's consent and undertaking to have a substantial interest in the company is NOT required.
- (b) A proposed corporate name that has as its distinctive feature a given name or a given name and initial(s), e.g. "Pierre's Coiffures Inc.", does NOT require a consent and undertaking to have a substantial interest in the company by the person named.

s.18(4)... No name that is identified in a computer printed search report as "proposed" shall be used as a corporate name by a person other than the one who proposed the name unless a consent in writing has been obtained from the person who first proposed the name.

5.5 Determining Confusion

The Regulations

s.2(1).... "Name" when used in the expression "if the use of that name would be likely to deceive" used in clause 9(1)(b) of the Act includes,

- (a) a name that would lead to the inference that the business or activities carried on or intended to be carried on by the corporation under the proposed name and the business or activities carried on by any other person are one business or one activity, whether or not the nature of the business or activity of each is generally the same;
- (b) a name that would lead to the inference that the corporation bearing the name or proposed name is or would be associated or affiliated with a person if the corporation and such person are not or will not be associated or affiliated; or

- (c) a name whose similarity to the name of a person would lead someone who has an interest in dealing with the person, to deal with the corporation bearing the name in the mistaken belief that he or she was dealing with the person.

s.4... A corporation may have a name similar to that of another body corporate where the corporation is not or will not be affiliated with that body corporate if,

- (a) that corporate name relates to a corporation that is the successor to the business of the body corporate and the body corporate has ceased or will cease to carry on business under that name; or
- (b) the body corporate undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name commences to use it,

and the corporate name sets out in numerals the year of acquisition of the name in parentheses, words, numerals, or initials are added, deleted or substituted, as the case may be, or the name is varied by substituting one of the legal elements required under subsection 10(1) of the Act or their corresponding abbreviations.

s.5... A corporation may have a name similar to that of another body corporate where the corporation is affiliated with that body corporate.

s.16(1)... No word or expression that suggests that a corporation,

- (a) is connected with the Crown or the government of Canada, a municipality, any province or territory of Canada or any department, Ministry, branch, bureau, service, board, agency, commission or activity of any such government or municipality;
- (b) is sponsored or controlled by or is associated or affiliated with a university or an association of accountants, architects, engineers, lawyers, physicians, surgeons or any other professional association recognized by the laws of Canada or a province or territory of Canada; or
- (c) carries on the business of a bank, loan company, insurance company, trust company, other financial intermediary or a stock exchange that is regulated by a law of Canada or a province or territory of Canada.

shall be used in a corporate name without the consent in writing of the appropriate authority, university or professional association, as the case may be.

Related Considerations

Overcoming Confusion with an Existing Name

- (a) Often a proposed name may contain a distinctive element already in use that is not HIGHLY distinctive and have, in addition, a descriptive term to distinguish a different line of business. Thus "MAPLE LEAF MINING CO. LTD." would not be confused with "MAPLE LEAF CONSTRUCTION LTD.".
- (b) However, where corporations would be likely to be in a similar line of business with the same geographical area, confusion cannot be overcome simply by adding very general terms or terms that have become weak through over-use. Therefore, a name like "UNION TELECOMMUNICATIONS LTD." would be confused with the "THE UNION INTERNATIONAL COMMUNICATIONS LTD.".
- (c) Affiliated corporations may use the name of cities, city districts or even shopping centres, with or without parentheses, to distinguish between their corporations, even if they are in a similar line of business. For example, "CORTINA SKI BOUTIQUES (TORONTO) LTD." would not be confused with "CORTINA SKI BOUTIQUES (WINDSOR) LTD.".

Implied Relationship Between Corporations

The Regulations

s.5... A corporation may have a name similar to that of another body corporate where the corporation is affiliated with that body corporate.

If a proposed name of an affiliated corporation contains a well-known or highly distinctive element of an existing name, then consent must be given in writing, e.g., "KODAK OF CANADA LTD." and "KODAK BICYCLES LTD.". The proposed name contravenes the Regulation IF IT FALSELY IMPLIES A RELATIONSHIP BETWEEN TWO BUSINESSES, since that could confuse the public by implying that one corporation has access to the resources of the other.

Conflicting Trade Marks and Corporate Names

The Regulations

s.9... A corporate name containing a word that is the same as or similar to the distinctive element of a trade mark or name of another body corporate shall not for that reason alone be prohibited if,

- (a) the body corporate consents to the use of the name; and
- (b) the corporate name contains additional words or expressions to differentiate it from the body corporate and other users of the trade mark or name.

Related Considerations

- (a) If a proposed corporate name is likely to be confused with a trade mark for similar wares or services, the name must not be used unless the incorporator,
 - (i) is the owner of the trade mark; or
 - (ii) has the written consent of the trade mark owner, and the use of the trade mark in the corporate name would not FALSELY imply a relationship between the corporation and the goods or services associated with the trade mark.
- (b) However, if the wares or services of the trade mark and the proposed line of business of the corporation are sufficiently dissimilar, and if the trade mark is not highly distinctive or well-known, then the proposed name is not confusing with the trade mark.

5.6 Obscenity

The Regulations

s.13... No word or expression in any language that is obscene or connotes a business that is scandalous, obscene or immoral or that is otherwise objectionable on public grounds, shall be used in a corporate name.

Related Considerations

Even highly imaginative names such as "Booby Trap Ltd." for brassiere manufacturers might be objectionable, particularly if the name contains or connotes any terms with obscene or vulgar implications.

5.7 Distinctiveness

Consideration of Whole Name

Generally, when deciding whether a corporate name is distinctive, the name should be considered as a whole and not only in its separate elements.

The Regulations

s.3... For the purpose of section 12 of the Act, the matters the Director may consider when determining whether a name is contrary to section 9 include,

- (a) the distinctiveness of the whole or any element of any name or trade mark and the extent to which the name or trade mark has become known;
- (b) the length of time the trade mark or name has been in use;
- (c) the nature of the goods or services associated with the trade mark or the nature of the business carried on under or associated with a name, including the likelihood of any competition among businesses using such a trade mark or name;
- (d) the nature of the trade with which a trade mark or name is associated, including the nature of the goods or services and the means by which they are offered or distributed;
- (e) the degree of similarity between the corporate name and any trade mark or name in appearance or sound or in the ideas suggested by them; and
- (f) the geographic area in Ontario in which the corporate name is likely to be used.

s.11(1)... A corporate name shall not be,

- (a) too general;
- (b) only descriptive, in any language, of the quality, function or other characteristics of the goods or services in which the corporation deals or intends to deal;
- (c) primarily or only a single name or surname of an individual who is living or has died within thirty years preceding the date of filing the articles; or
- (d) primarily or only a geographic name used alone,

unless the proposed corporate name has been in continuous use for at least twenty years prior to the date of filing the articles or the proposed corporate name has through use acquired a meaning which renders the name distinctive.

s.11(2)... A corporate name shall not be primarily or only a combination of punctuation marks or other marks that are permitted under section 20 and the first character of the name shall be a numeral or arabic character.

Related Considerations Given Names and Surnames

Two surnames, e.g. "BLACK AND LEBLANC LTD.", produce a highly distinctive form of a corporate name and may be used without a descriptive element.

The Regulations

s.8... A corporation may have a name similar to that of a known,

- (a) trust;
- (b) association;
- (c) partnership; or
- (d) sole proprietorship,

or a known name under which any of them carry on business or identify themselves if,

- (e) the corporate name relates to a proposed corporation that is the successor to the business carried on under the name and the user of the name has ceased or will cease to carry on business under the name; or
- (f) the known trust, association, partnership or sole proprietor undertakes in writing to dissolve forthwith or to change its name before the corporation proposing to use the name commences to use it.

5.8 Misdescription

The Regulations

s.17... No word or expression that misdescribes, in any language,

- (a) the business, goods or services in association with which the corporate name is proposed to be used;
- (b) the conditions under which goods or services will be produced or supplied or the persons to be employed in the production or supply of these goods or services; or
- (c) the place of origin of the goods or services produced or supplied by the corporation,

shall be used in a corporate name.

5.9 Amalgamations

The Regulations

s.10... Where two or more corporations amalgamate, the name of the amalgamated corporation may be identical to the name of one of the amalgamating corporations if the name is not a number name.

5.10 Number Names

The Act

s.8(2)... Where no name is specified in the articles that are delivered to the Director, the corporation shall be assigned a number name.

s.1(1)26... "Number name" means the name of a corporation that consists only of its corporation number followed by the word "Ontario" and one of the words or abbreviations provided for in subsection 10(1).

Example: 123456 Ontario Limited

The Regulations

s.15... The following words and expressions shall not be used in a corporate name:

- 9. Digits or words that would lead to the inference that the name is a number name.

Related Considerations

Permitted Numbers and "Ontario" Required

- (a) A corporate name may contain only numeric characters, subject to the following conditions:
 - (i) The numeric characters will be assigned consecutively by the Companies Branch of the Ministry.
 - (ii) In addition to the numeric characters, the word "Ontario" must be included to ensure that there is a distinction between corporations incorporated in different jurisdictions with numeric names.
- (b) A subsequent request for a change of name from numeric to alphabetical characters will require Articles of Amendment including the prescribed fee.

5.11 Coined Words

Related Considerations

- (a) A coined word in a corporate name that has no meaning is obviously acceptable and usually gives the name a strong distinctive element, e.g. Kodak Ltd.
- (b) A coined word that is formed from the combination of two or more words is also acceptable as a corporate name and usually provides a strong distinctive element, e.g. Techniglas Ltd.

5.12 Languages Other Than English

The Act

s.10(3)... For the purposes of subsection (1) and (2), only letters from the alphabet of the English language or Arabic numerals or a combination thereof, together with such punctuation marks and other marks as are permitted by regulation, may form part of the name of a corporation.

5.13 Use of Foreign Terms Inside Ontario

Related Considerations

In Ontario, the use of a foreign term in a corporate name is allowed. However, the legal element (Ltd., Ltée.) must be in the English or French language.

5.14 Consents — When Required

The Regulations

See Regulations s. 4, 8, 9, 12, 14, 15, 16 in Parts 5.4, 5.5 and 5.7 of this brochure. These are the instances in which consents are required.

There is no printed form for the consent or consent and undertaking, but these documents may be in form 17, prescribed by the Regulations.

PART 6 — PROTECTION OF CORPORATE NAMES

6.1 Protection by the Business Corporations Act and Regulations

Related Considerations

ANY business name (incorporated or not*) receives protection under the Business Corporations Act and the Regulations against the use of your name by another corporation. Naturally, highly distinctive names will receive greater protection than the weaker names (see Part 2 for a description of distinctive and weak names). If another corporation is using a CORPORATE NAME that is deceptively similar to your business name (incorporated or not), you can file an objection with the Companies Branch. For information on the procedure to file such an objection, telephone (416) 963-0373.

***NOTE:** sole proprietorships and partnerships must register with the Registrar of Partnerships using Form No. CD-375. A corporation using a name other than its corporate name must register such name with the Registrar of Partnerships using Form No. CD-441. Forms may be obtained from the:

Registrar of Partnerships
Companies Branch
Ministry of Consumer and Commercial Relations
555 Yonge Street
Toronto, Ontario
M7A 2H6

6.2 Protection under the Trade Marks Act

If someone attempts to obtain a TRADE MARK for the distinctive element of your corporate name, you can oppose the use of it in accordance with section 37 of the Trade Marks Act. (Incidentally, it is a good safety precaution under present law to register as a trade mark the distinctive element of your business name if you plan to use it as such on products or for services, etc.)

6.3 Protection Under Common Law

As a last resort, you can always rely on any rights you may have under common law to protect your business name. If someone else is using a business name (incorporated or not) confusingly similar to your business name — and you were the first user — you can bring a "passing off" action against the other business.

6.4 Forced Name Change

If you chose a corporate name that offends the Act or the Regulations, a hearing may be held by the Director which may result in a forced change of corporate name. This can be costly, as it may affect the established good will, require new signs, stationery, etc.

6.5 Some Case Law on Corporate Names:

Re A.H. Fitzsimmons and Company Limited and C.A. Fitzsimmons and Company Limited (1975), 20 C.P.R. (2d) 285

Canadian Motorways Ltd. et al. v. Laidlaw Motorways Ltd. (1974), 40 D.L.R. (3d) 52 (S.C.C.), (1973) 11 C.P.R. (2d) 1, [1974] S.C.R. 675

Re Cantrade Sales and Import Co. Ltd. (1977), 15 O.R. (2d) 562 (Div. Ct.)

Re C C Chemicals Ltd., [1967] 2 O.R. 248 (C.A.), 63 D.L.R. (2d) 203, 52 C.P.R. 97, 36 Fox Pat. C. 152

Re Compro Ltd. and Combined Engineered Products Ltd. et al. (1974), 2 O.R. (2d) 671 (Div. Ct.)

Re Ebsco Investments Ltd. and Ebsco Subscription Services Ltd. (1975), 7 O.R. (2d) 741 (Div. Ct.), 56 D.L.R. (3d) 501, 19 C.P.R. (2d) 5

Re Fordprint Ltd. and Minister of Consumer and Commercial Relations et al. (1976), 11 O.R. (2d) 434 (Div. Ct.), 28 C.P.R. (2d) 262

Re F.P. Chapple Co. Ltd., Ex parte Chapples Ltd., [1960] O.R. 531 (C.A.), 25 D.L.R. (2d) 706, 35 C.P.R. 1, 20 Fox Pat. C. 179

SECTION 2 PREPARATION AND FILING OF ARTICLES

PART 7 — RIGHT TO INCORPORATE

Under the Business Corporations Act, everyone has the right to incorporate providing they meet certain conditions and fill out the prescribed forms.

However, where the practice of a profession is governed by an Act, a corporation may be incorporated to practise the profession only if such Act expressly permits the practice of such profession by a corporation (section 3 of the Act).

Where the proposed corporation is to carry on business that requires registration or licensing (for example, registration/licensing under the Real Estate and Brokers Act, the Insurance Act or any other Act), the incorporator should clear the proposed name and objects of the corporation with the appropriate Registrar or Licensing Officer **prior** to the delivery of articles to the Companies Branch. Failure to obtain such clearances may result in inconvenience and additional expense in having to file subsequent Articles of Amendment to amend the name or objects that are found to be unacceptable by another government agency or regulatory body.

It is well to remember that while the incorporation is "as of right", it does not necessarily mean that a corporation once incorporated may carry on all business activities "as of right". Where a certain business is regulated by a Federal or Ontario statute or a municipal by-law, a corporation must meet the applicable regulatory requirements, including licensing by or registration with the appropriate authority.

The book, "**Starting a Small Business in Ontario**", may be obtained free of charge from the Ontario Ministry of Industry and Trade, Small Business Section, 7th floor, Hearst Block, 900 Bay Street, Toronto, Ontario M7A 2E1. It lists names and addresses of some government agencies that you may have to contact.

The Ontario Ministry of Industry and Trade also has consultants located in regional offices providing information to persons starting a business. See Appendix "C" for the office nearest you.

It is recommended that you obtain a copy of the **Business Corporations Act, 1982**, which governs all corporate transactions of a business corporation, and a copy of the **Corporations Information Act**, which regulates certain disclosure/reporting requirements for corporations; the publications may be purchased in person for \$6.50 and \$1.50 (subject to change), respectively, at the Ontario Government Bookstore, 880 Bay Street, Toronto, Ontario M7A 1N8; telephone (416) 955-2054 or 1-800-268-7540 (toll free).

Useful information for drafting special provisions, authorized capital, etc., may be found in such reference books as the **Ontario Corporation Manual** and the **Ontario Corporation Law Guide**, which are private publications and available in the reference department of most public libraries.

PART 8 — COMPLETION OF ARTICLES

General

Articles must be in the form prescribed by the Regulations. The appropriate forms may be purchased from legal stationers. Detailed instructions for completion accompany each set of articles. Those instructions are not repeated in this booklet. The information in this booklet is more general and intended to clarify and supplement the instructions supplied with the forms for articles.

(See Appendix "D": Articles of Incorporation).

Article 1

You should review the NUANS name search report, following the guidelines set out in Section 1 of this booklet, to ensure that the selected corporate name does not offend the Act and the Regulations.

NOTE: The name of the corporation will be entered into the Companies Branch's public records **EXACTLY** as it is set out in Article 1. Therefore, it is important to ensure that correct spelling, proper spacing between words and initials, and punctuation are used.

For example, ARTS PUBLISHING CO. LTD. should not be typed ARTSPUBLISHING CO LTD

Article 2

Often when a small business is being incorporated, the question arises as to what address to set out since no premises may have been rented prior to incorporation. The Act (sections 140 and 141) provides that certain account books and records are to be kept at the registered office. If incorporators use their home for this purpose, then that address must be set out in this article. The registered office must be located in Ontario.

Article 3

A corporation **not** offering its securities to the public may have only one director. However, a corporation offering its securities to the public is required to have no less than three directors (section 115(2) of the Act).

Article 4

A majority of directors must be resident Canadians (section 118(3) of the Act). "Resident Canadian" is defined in section 1(1)37 of the Act.

Article 5

Under the Business Corporations Act, 1982, corporations are given the capacity and powers of a natural person (section 15 of the Act). Ordinarily, there is no need to place any restrictions on the business the corporation may carry on or on the powers the corporation may exercise. It should be noted, however, that where restrictions are set out in the articles, the powers of the corporation and/or its business activities are limited accordingly (subsection 17(2) of the Act).

Article 6

Subsection 22(1) of the Act provides that **all** shares of a corporation must be without nominal or par value. Depending on your corporate finance plans, you may wish to have either only one class of shares or several classes of shares. Your accountant or your lawyer can advise you of the most appropriate share structure for your particular circumstances.

Where a corporation has only one class of shares, the shareholders have equal rights in all respects (section 22(3) of the Act).

The articles may, but need not, specify a maximum number of shares that the corporation may issue. Thus, for example, Article 6 may state that the number of shares is unlimited.

Article 7

Where a corporation has more than one class of shares, the provisions/conditions attached to each class of shares must be set out (section 22(4) of the Act). One class of shares must provide for the right to vote and the right to receive the remaining property upon dissolution. Among other provisions/conditions may be the right to a preferential dividend or the right to convert one class of shares into shares of another class.

These and other provisions may be used for estate planning, financing and other purposes. You should seek legal advice to determine what conditions would be useful in your particular circumstances.

Article 8

Any restriction on the issue, transfer or ownership of shares of the corporation may only be effected by the articles of the corporation (section 42(1) of the Act).

Restrictions may take many forms and may exist for a variety of reasons. For example, some incorporators may wish to limit the ownership of shares to members of the family. Others may wish to control the entry of new shareholders by other means and also give preference to the existing shareholders to increase their interest in the corporation. These may be very important considerations for corporations that have only a handful of shareholders.

There are two common methods of achieving this. Firstly, by allowing a transfer of shares only with the consent of the board of directors or only with the consent of both the board of directors and the shareholders, or secondly, by not allowing a transfer unless the shares are first offered to the existing shareholders. For these purposes, it is quite common to provide that:

- no shares be transferred without the expressed consent of the majority of the directors, to be signified by a resolution passed by the board.

Your lawyer should be consulted to advise you on the adequacy of such a clause.

Article 9

Depending upon the circumstances, there may be a number of special provisions. One of the most common ones is the restriction of the number of shareholders of the corporation. For example:

- the number of shareholders of the corporation, exclusive of persons who, having been formerly in the employment of the corporation, or while in that employment, and have continued after the termination of that employment, to be shareholders of the corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares, being counted as one shareholder, and any invitation to the public to subscribe for its securities is prohibited.

If the above clause is included in the articles of a corporation, together with clauses outlining restrictions on the transfer of shares and indicating that there is a prohibition on offering securities to the public, then you have a "private company" as defined by the Securities Act. These clauses are often included in the articles of the corporation, as it then becomes a matter of public record that the corporation will not be offering its securities to the public. You will note that the corporation is prohibited from soliciting members of the public to buy its shares.

Another special provision permits a corporation to use its name in any language. Under the Business Corporations Act, the words "corporation", "incorporated", "limited", "limitée", "incorporée" or abbreviations (Inc., Corp., Ltd., Ltée.) thereof must be part of every corporate name. Translation into any language other than English or French of these words may not be used as the legal element of the corporate name. For example:

- the corporation is permitted to set out its name as follows and may be legally designated by that name: (insert here a direct translation of the name, or if this is not possible, an idiomatically correct translation of the whole corporate name).

If you intend to incorporate with a partner, the shares will most likely be held by two different persons. It may then be advisable to include the following clause respecting voluntary dissolution. For example:

- the corporation may be dissolved upon the authorization of a majority of the votes cast at a general meeting of the shareholders of the corporation, duly called for the purpose or upon the authorization of at least 50% of the votes of all shareholders entitled to vote at such meetings.

If the shares of the corporation are to be held equally by two or more partners, it is advisable for each partner to seek the counsel of a lawyer to try to foresee problems that could arise in the future.

PART 9 — FILING OF ARTICLES

9.1 General

To incorporate a business, you must file:

- (a) complete articles in duplicate;
- (b) a computer-printed, Ontario-weighted name search report from the NUANS system, unless a number name is to be used;
- (c) other supporting documents (if required); and
- (d) the prescribed fee.

The package should be mailed or delivered to the:

Examination and Notice Section
Companies Branch
Ministry of Consumer and Commercial Relations
555 Yonge Street
Toronto, Ontario
M7A 2H6

Under normal circumstances, articles that are forwarded by mail are processed within 24 hours of receipt by the Branch. Quick incorporation, in almost 15 minutes, over the counter, can be obtained by visiting the Public Office of the Companies Branch, 2nd Floor, 555 Yonge Street, Toronto, situated at the south-east corner of Yonge and Wellesley Streets, near the Wellesley subway station. For car users, there is a municipal parking lot on Wellesley Street, just east of Yonge Street.

The same over-the-counter incorporation service (**in person only**) is available at the following locations:

Barrie	Court House 114 Worsley St. Barrie, Ontario L4M 1M1	(705) 728-1221
Hamilton	Land Registry Office 119 King Street West Hamilton, Ontario L8N 3Z9	(416) 521-7561
Kingston	Court House Court Street Kingston, Ontario K7L 2N4	(613) 547-2221
London	Land Registry Office 80 Dundas Street W. London, Ontario N6A 1E7	(519) 679-7185

Ottawa	Land Registry Office 67 Nicholas Street Ottawa, Ontario K1N 7B9	(613) 566-3756
Peterborough	Land Registry Office 470 Water Street Peterborough, Ontario K9H 3M3	(705) 745-0583 Ext. 44
Sault Ste. Marie	Land Registry Office 420 Queen Street East Sault Ste. Marie, Ont. P6A 5M8	(705) 253-8887
Sudbury	Land Registry Office 199 Larch Street, 3rd Floor Sudbury, Ontario P3E 5P9	(705) 675-4300
Thunder Bay	Land Registry Office 29 Royston Court Thunder Bay, Ontario P7A 4Y7	(807) 475-1235
Windsor	Land Registry Office 250 Windsor Avenue, 3rd Floor Windsor, Ontario N9A 6V9	(519) 254-6363

9.2 Warning

No business transaction should be entered into in the name of the proposed corporation until the certificate of incorporation is received. Certificate of incorporation bears the date on which fully and correctly completed articles of incorporation and supporting documents and the prescribed fees are received by the Ministry. Articles that are deficient will be returned to you or to your lawyer; when resubmitted, the certificate of incorporation will bear the date on which the corrected articles and supporting documents are received by the Ministry.

SECTION 3 POST-INCORPORATION CONSIDERATIONS

PART 10 — GENERAL

10.1 Organization

Once the corporation is incorporated, a number of important steps need to be attended to in order to organize the corporation to carry on business. Among these steps are the adoption of by-laws, banking and financing arrangements and appointment of auditors.

It is advisable to retain the services of a lawyer to ensure the corporation is properly organized and to obtain advice on the directors' responsibilities, among other matters. By having the corporation properly organized, you should eliminate a number of potentially serious problems in the future.

Should you decide to proceed with the organization of your corporation without the assistance of a lawyer, you should refer to the:

- Business Corporations Act, 1982 and
- Corporations Information Act

which may be purchased at the:

Ontario Government Bookstore
880 Bay Street
Toronto, Ontario
M7A 1N8
Telephone: (416) 965-2054

In addition, detailed procedural information and precedents may be found in the:

- Ontario Corporation Manual;
- Ontario Corporation Law Guide; and
- Canadian Corporate Secretary's Guide.

These are private publications and are usually available in the reference department of most public libraries.

10.2 Reporting Requirements

Within 60 days of incorporation you must file an initial notice (see section 3 of the Corporations Information Act) with the:

Examination and Notice Section
Companies Branch
Ministry of Consumer and Commercial Relations
555 Yonge Street
Toronto, Ontario
M7A 2H6
Telephone: (416) 963-0543

Subsequently, **within 10 days** after every change that takes place in the information set out in the initial notice, you must file a notice of change (section 3 of the Corporations Information Act) at the above address.

There is no fee for filing these two notices. The appropriate forms are supplied to you at the time of incorporation. Additional forms may be obtained at the address above.

The importance of submitting these filings cannot be over-emphasized. Failure to do so may lead to cancellation for cause of the certificate of incorporation of the corporation and additional costs to you. Penalties are provided in the Act for individuals (up to \$2,000) and for corporations (up to \$25,000) where reporting requirements are not complied with. Also, a corporation that is in default of the reporting requirements is not capable of maintaining any action in any court in Ontario in respect of any contracts made by the corporation.

10.3 Use of a Name Other Than The Corporate Name

A corporation may use a name other than its corporate name. For example, a corporation 123456 Ontario Ltd. may carry on business under the name or style "Sunray Cleaners", or a corporation, Hometown Developers Inc., may carry on business as "Ace Builders".

However, NO corporation shall carry on business in Ontario or identify itself to the Ontario public by a name or style other than its corporate name **unless the name or style is first registered** (section 2(1) of the Corporations Information Act). The appropriate registration form (Form CD-441) may be obtained from the:

Registrar of Partnerships
Companies Branch
Ministry of Consumer and Commercial Relations
555 Yonge Street
Toronto, Ontario
M7A 2H6

A corporation that has registered and uses a name or style other than its corporate name is required to **set out its corporate name** on all contracts, invoices, negotiable instruments and orders for goods and services (section 2(4), Corporations Information Act).

PART II

APPENDIX "A"

WEAK (i.e. FREQUENTLY OCCURRING) TERMS IN CORPORATE NAMES

ADVERTISING
AGENCIES
AGENCY
AIR
AMERICAN
APPLIANCE(S)
ASSOCIATED
ASSOCIATES
AUTO
AUTOMOBILE(S)
AUTOMOTIVE

BAY
BEVERAGES
BOILER
BROKERAGE
BROKERS
BROTHERS
BUILDERS
BUILDING

CAFE
CANADA
CANADIAN
CAR
CARPET
CARTAGE
CENTER(S)
CENTRAL
CENTRE(S)
CITY
CLEANERS
CLEANING
COMMUNITY
COMPANIES
COMPANY
CONCRETE
CONSOLIDATED
CONSTRUCTION
CONSULTANT(S)
CONSULTING
CONTRACTING
CONTRACTOR(S)
CONTROL
COUNTY
CREDIT

DEVELOPMENT
DIESEL
DISTRIBUTING
DISTRIBUTOR(S)
DISTRICT
DOMINION

ELECTRIC
ELECTRONIC
ENGINE
ENGINEERING
ENGINEER(S)
ENTERPRISE
EQUIPMENT
ESTATE
EXCAVATING
EXCAVATION
EXPLORATION
EXPORT
EXPRESS

FACTORY
FARM(S)
FEDERAL
FLORIST
FOOD
FORMING
FUR
FURNITURE

GARAGE
GAS
GENERAL
GEORGE
GOLF
GOODS

HAIR
HARDWARE
HAULAGE
HEATING
HOLDINGS
HOME(S)
HOTEL
HOUSE

IMPERIAL
IMPORT
IMPORTED
IMPORTERS
IMPORTING
IMPORTS
INDUSTRIAL
INDUSTRIES
INSURANCE
INTERNATIONAL
INVESTMENTS
INVESTORS

JEWELLERS
JOHN

LABORATORIES
LAKE
LAND
LANDSCAPE
LANDSCAPING
LEAF
LEASE
LEASING(S)
LIFE
LOGGING
LUMBER

MACHINE
MACHINERY
MANAGEMENT
MANUFACTURING
MAPLE
MARINE
MARKET
MATERIAL
MEN
METAL
MFG
MINES
MINING
MOTEL
MOTOR
MOTORSALES
MUTUAL

NATIONAL
NEW
NORTH
NORTHERN OFFICE

OFFSET
OIL
ONTARIO
OPERATING

PACIFIC
PACKAGING
PAINT
PAINTING
PAINTS
PARK
PAUL
PAVING
PHARMACY
PIZZA
PIZZERIA
PLASTERING
PLUMBING
PORT
POWER
PRINTING
PRODUCTION
PRODUCTS
PROPERTIES

RADIO
REAL
REAL ESTATE
REALTIES
REALTY
REFRIGERATION
RENTALS
REPAIR
RESTAURANTS
RETAIL
RIVER
ROAD
ROYAL

SALES
SCHOOL
SECURITIES
SERVICE(S)
SHOP
SHOPPE
SON(S)
SPORTS
ST
STATION
STEAK
STEEL

APPENDIX “B”

STEREO
STORAGE
STORE(S)
STUDIO
SUPPLIES
SUPPLY
SYNDICATE
SYSTEM
SYSTEMS

TAVERN
TELEPHONE
TELEVISION
TIRE
TORONTO
TOWING
TRACTOR
TRADING
TRAILERS
TRANSPORT
TRANSPORTATION
TRAVEL
TREE
TRUCK
TRUCKING
TRUCKS
TV

UNION
UNITED
UNLIMITED
USED

VALLEY
VENDING

WEAR
WELDING
WEST
WESTERN
WORKS

SEARCH HOUSES

Search houses are private business enterprises; they are **NOT** connected with or sponsored by the Ontario government. Search houses have, through a business arrangement, access to the NUANS* computer data base of corporate names, trade marks and business names in use in Canada. The fees charged and services provided vary from search house to search house. Accordingly, it is wise to shop around.

The search house you select will produce a computer-printed name search report in duplicate. As a service to their customers, search houses usually highlight the names of any existing corporations, sole proprietorships and partnerships as well as trade marks that might conflict with the proposed name. (You should bear in mind, however, that the selection of the name is the responsibility of the incorporator.)

At the time of printing, search houses have been established in the following localities in Ontario:

- Hamilton
- Kitchener
- London
- Markham
- North York
- Whitby
- Oakville
- Ottawa
- Toronto

Search houses are listed in the yellow pages of the local telephone directory under “**Searchers of Records**”.

*(NUANS, New Upgraded Automated Name Search System, is owned by the Corporations Branch of Consumer and Corporate Affairs Canada.)

MAILING LIST

PRIVATE SEARCH HOUSES

Province: Ontario

Kitchener
ANDERSEN MANAGEMENT
58 Queen Street South
Kitchener, Ontario
N2G 1V6
Telephone: (519) 742-6281

London
DOCUMAT COMPUTER DOCUMENTATION
P.O. Box 7099
London, Ontario
N5Y 4X5
Telephone: (519) 433-8853 or 434-8070

MITCHES & CO.
P.O. Box 98
London, Ontario
N6A 4V3
Telephone: (519) 443-8465

Mississauga
NORDIVENT BUSINESS SERVICES
6855 Glen Erin Drive, Unit 23
Mississauga, Ontario
L5N 1P6
Telephone: (416) 826-3152

North York
AUTOMATED LEGAL SUPPORT SERVICES LIMITED
201 Consumers Road
Suite 202
North York, Ontario
M2J 4G8
Telephone: (416) 494-3000

Osgoode
MICHAEL GODWIN & ASSOCIATES INC.
P.O. Box 490
Osgoode, Ontario
K0A 2W0
Telephone: (613) 826-2330

Oshawa
AMBIT PARALEGAL INC.
219 King Street East
Oshawa, Ontario
L1H 1L5
Telephone: (416) 571-2759

Ottawa
AUTOMATED LEGAL SUPPORT SERVICES LIMITED
350 Sparks Street
Suite 909
Ottawa, Ontario
K1R 7S8
Telephone: (613) 238-1519

BARRIGAR & OYEN
700 - 130 Slater Street
Ottawa, Ontario
K1P 6E2
Telephone: (613) 238-6404

CORPACTION
304 - 100 Bronson Avenue
Ottawa, Ontario
K1R 6G8
Telephone: (613) 230-8080

DARROW LEGAL RESOURCES INC.
407 Queen Street
Ottawa, Ontario
K1R 5A6
Telephone: (613) 232-9678

HOUSE OF SELECTIVE RESEARCHERS INC./
MAISON DE RECHERCHES SÉLECTIVES INC.
150 Metcalfe Street
Suite 409 (for Mail), Suite 202 (for Courier)
Ottawa, Ontario
K1P 1P1
Telephone: (613) 236-3841

PARALAW SYSTEMS LIMITED
3754 Richmond Road
Nepean, Ontario
K2H 5B9
Telephone: (613) 726-1400

QL SYSTEMS LIMITED
1018 - 112 Kent Street
Ottawa, Ontario
K1P 5P2
Telephone: (613) 238-3499

QUICK LOOK DATA HOUSE INC.
1481 Heron Road
Ottawa, Ontario
K1V 6A6
Telephone: (613) 521-2385

Toronto
ABC DIAL INC.
545 Yonge Street
Toronto, Ontario
M4Y 1Y5
Telephone: (416) 968-3266

ABC NAME SEARCH & RESERVATIONS LTD.
Suite 210
593 Yonge Street
Toronto, Ontario
M4Y 1Y5
Telephone: (416) 968-1053
1-800-268-7581

A.D.T. ASSOCIATES
Suite 201
3 Charles St. West
Toronto, Ontario
M4Y 1R4
Telephone: (416) 964-8578

ATG MANAGEMENT SERVICES INC.
201 - 3 Charles St. West
Toronto, Ontario
M4Y 1R4
Telephone: (416) 928-3466

BEAUMONT & DONNELLY
676 Eglinton Avenue East
Toronto, Ontario
M4G 2K5
Telephone: (416) 447-1285

CCNS CORPORATE SERVICES LTD./
SERVICES DE SOCIÉTÉS CCNS LTÉE.
66 Gerrard Street East
3rd Floor
Toronto, Ontario
M5B 1G3
Telephone: (416) 977-6530
1-800-387-2945
Telex: 06-217802

DYE & DURHAM CO. LIMITED
160 Bartley Drive
Toronto, Ontario
M4A 1E2
Telephone: (416) 751-9644
Ext: 220

IDEALOGIC SEARCHOUSE INC.
Suite 100
50 Richmond Street East
Toronto, Ontario
M5C 1N7
Telephone: (416) 863-9747

INCORPORATIONS UNLIMITED
2 Gloucester Street
Suite 207
Toronto, Ontario
M4Y 1L5
Telephone: (416) 968-0865
(416) 968-3962

INTERNATIONAL TRADENAME CLEARANCE INC.
14 Carlton Street
7th Floor
Toronto, Ontario
M5B 1K5
Telephone: (416) 977-0522
1-800-268-8036

NATIONAL CORPORATE NAME CLEARANCE CORP.
730 Yonge Street
Suite 204
Toronto, Ontario
M4Y 2B7
Telephone: (416) 923-4080
1-800-268-7580

NEWSOME AND GILBERT, LIMITED
177 Front Street East
Toronto, Ontario
M5A 3S2
Telephone: (416) 363-7061
1-800-268-8106

NIMROD CONSULTING LTD.
111 Richmond Street West
Suite 200
Toronto, Ontario
M5H 2G4
Telephone: (416) 364-2288

SEAN FERNANDO ASSOCIATES
330 Bay Street #1504
Toronto, Ontario
M5H 2S8
Telephone: (416) 363-1584

Whitby
MARANDO CORPORATE SERVICES
300 Maple Street East
Whitby, Ontario
M1N 2Z6
Telephone: (416) 668-0269

APPENDIX “C”



OFFICES OF SMALL BUSINESS
AND FIELD SERVICES
MINISTRY OF INDUSTRY
AND TRADE

CENTRAL EAST ONTARIO AREA

METRO TORONTO
Suite 480, 5 Fairview Mall drive
Willowdale, Ontario M2J 2Z1
(416) 491-7680
Telex - 06-986822

ORILLIA
Box 488, 2nd Floor
Sterling Trust Bldg.
733 Mississauga Street
Orillia, Ontario L3V 6K2
(705) 325-1363

PEEL
6th Floor, 201 City Centre Drive
Mississauga, Ontario L5B 2T4
Consultants - (416) 279-6515

CENTRAL WEST ONTARIO AREA

KITCHENER
Suite 507, 305 King Street West
Kitchener, Ontario N2G 1B9
(519) 744-6391
Telex - 06-955185

HAMILTON
P.O. Box 2112, 119 King Street West
Hamilton, Ontario L8N 3Z9
(416) 521-7783

ST. CATHARINES
Suite 401, 15 Church Street
St. Catharines, Ontario L2R 3B5
(416) 688-1454

EASTERN ONTARIO AREA

OTTAWA
Suite 404, 56 Sparks Street
Ottawa, Ontario K1P 5A9
(613) 566-3703
Telex - 05-34859

BROCKVILLE
143 Parkedale Avenue
Brockville, Ontario K6V 6B2
(613) 342-5522

KINGSTON
Suite 308, 1055 Princess Street
Kingston, Ontario K7L 5T3
(613) 547-2248



PETERBOROUGH
139 George Street North
Peterborough, Ontario K9J 3G6
(705) 742-3459

NORTHERN ONTARIO AREA

SUDBURY
4th Floor, 199 Larch Street
Sudbury, Ontario P3E 5P9
(705) 675-4330
Telex - 06-77592

NORTH BAY
Northgate Plaza
1500 Fisher Street
North Bay, Ontario P1B 2H3
(705) 472-9660

THUNDER BAY
Ontario Government Building
435 James Street South
Thunder Bay, Ontario P7E 2V6
(807) 475-1325
Telex - 07-34385

TIMMINS
273 Third Avenue
Timmins, Ontario P4N 1E2
(705) 264-5393
Telex - 06-781574

SAULT STE. MARIE
120 Huron Street
Sault Ste. Marie, Ontario P6A 1P8
(705) 253-1103
Telex - 06-77592

SOUTHWESTERN ONTARIO AREA

LONDON
Suite 607, 195 Dufferin Avenue
London, Ontario N6A 1K7
(519) 433-8105
Telex - 06-45636

OWEN SOUND
Suite 104, Nor-Towne Plaza
1131 Second Avenue East
Owen Sound, Ontario N4K 2J1
(519) 376-3875

WINDSOR
Room 227, Ontario Government Bldg.
250 Windsor Avenue
Windsor, Ontario N9A 6V9
(519) 252-3475

APPENDIX "D"

ARTICLES OF INCORPORATION

DYE & DURHAM CO. LIMITED
160 BARTLEY DRIVE, TORONTO
FORM 1 (B.C.A.)

Articles of Incorporation Form 1 Business Corporations Act, 1982

Instructions for Completing

Articles must be in *duplicate* and must be accompanied by an Ontario biased computer printed name search report obtained from a private search house and produced by the NUANS System, not more than 90 days prior to the date of delivery of the articles. No name search report is required where the corporation will use a "number" name, see Article 1 below. Names and addresses of private name search houses are listed in the Yellow Pages of your telephone directory under the heading "Searchers of Records". If your Yellow Pages do not contain such a listing, a list may be obtained on request from the address set out at the end of these instructions. At the time of printing, search houses had been established in the following locations: Hamilton, Kitchener, London, Markham, North York, Oakville, Oshawa, Ottawa, Toronto and Whitby.

FEE

For fee payable refer to Regulations made under the Business Corporations Act, 1982. Cheques or money orders are to be made payable to the Treasurer of Ontario. *Where a cheque is tendered in payment of fee the name of the Corporation must be entered on the face of the cheque.*

FORMAT

Articles must be in duplicate in Form 1 prescribed in Ontario Regulations made under the Business Corporations Act, 1982. Articles which do not conform to Form 1 cannot be accepted for filing and will be returned to the incorporator(s)/agent filing the articles.

APPEARANCE OF DOCUMENTS

Articles of incorporation and any supporting documents which are to be filed with the Ministry must be typewritten or, if completed by hand printed in BLOCK CAPITAL letters, and must be legible and compatible with microfilming process. Articles and supporting documents must be upon one side of good quality white bond paper 210 mm. x 297 mm. with a margin of 30 mm. on the left hand side or 8 1/2" x 11" with a margin of 1 1/4" on the left hand side. Documents which do not conform to this standard cannot be accepted for filing and will be returned to the incorporator(s)/agent filing the articles.

PAGES

The pages are numbered 1 to 6 and must remain in that order. Pages must not be removed. If any article is inapplicable, state "nil" or "not applicable." *Articles with missing pages will not be accepted and will be returned* to the incorporator(s)/agent filing the articles.

SUPPLEMENTARY PAGES

If additional pages are required due to lack of sufficient space they should be the same size as all other pages, must have a margin of 30 mm. or 1 1/4" on the left hand side and must be numbered the same as the original with the addition of letters of the alphabet to indicate sequence. For example, supplementary pages for Page 3 would be numbered 3A, 3B, etc.. See "Appearance of Documents."

ARTICLES

ARTICLE 1 The name of the corporation must be set out in BLOCK CAPITAL letters in the spaces provided and must commence on the first line in the first space. The name must correspond exactly with the name set out in the computer printed name search report from the NUANS System, otherwise the articles will not be accepted for filing. The corporation name must not contain words prohibited by the Regulations or symbols not set out in the Regulations. Where the corporation intends to seek registration/licencing under the Real Estate and Business Brokers Act or under the Insurance Act, the incorporator(s) should clear the name with the appropriate Registrar/Licensing Officer prior to the delivery of the articles for filing. Where a "number name" is desired, leave the first 9 spaces blank and complete as follows ".....ONTARIO INC".

ARTICLE 2 The address (where multi-office building include room or suite number) of the registered office of the corporation must be set out in full including the postal code. Post office box is not an acceptable address for registered office. The name of the municipality where the registered office is situated must be set out. For example, City of London, in the County of Middlesex.

ARTICLE 3 The number (or minimum and maximum number) of directors must be set out. The number set out must be the same as or greater than the number of directors set out in Article 4.

ARTICLE 4 The name(s) (including first name, initials and surname) and the residence address(es) (including postal code) must be set out. Where any first director is not an incorporator, he must consent to act as a first director by filing Form 2 under the Business Corporations Act, 1982, and such consent must accompany the articles. State whether Resident Canadian. (Resident Canadian is defined in clause 1(1)37 of the Business Corporations Act, 1982).

ARTICLE 5 Set out restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, state so.

ARTICLE 6 Set out the classes and any maximum number of shares that the corporation is authorized to issue.

ARTICLE 7 Set out rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series.

ARTICLE 8 Set out restrictions on issue, transfer or ownership of shares (if any).

ARTICLE 9 Set out other provisions (if any). If none, state "NIL", "N/A". Do not leave item blank.

ARTICLE 10 Set out names and residence address(es) of incorporators.

EXECUTION Articles must be signed in duplicate by all incorporators and signatures on both copies must be original signatures and not photocopies.

Articles (in duplicate), original computer printed name search report (if required), supporting documents and the prescribed filing fee should be mailed or delivered to:

COMPANIES BRANCH
MINISTRY OF CONSUMER AND COMMERCIAL RELATIONS
555 YONGE STREET, TORONTO, ONTARIO, M7A 2H6

or delivered by hand for over-the-counter transaction (in person only) at any one of the following Land Registry Offices: Kingston, London, Ottawa, Peterborough, Sudbury, Thunder Bay, Windsor.

VOIR LE FRANÇAIS AU VERSO ►

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À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la compagnie en Ontario

Trans Code	Line No	Stat	Comp Type	Method Incorp
A	0	0	A	3
18	20	28	29	30
Share	Notice Req'd	Jurisdiction		
S	N	ONTARIO		
31	32	33	34	47

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

Form 1
Business
Corporations
Act,
1982
Formule
numéro 1
Loi de 1982
sur les
compagnies

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
**KOMUNITECH CONSULTANTS
CONSEILLERS KOMUNITECH INC.**

2. The address of the registered office is: *Adresse du siège social:*
123 Anywhere Street, Suite 17
(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

London, Ontario
(Name of Municipality or Post Office) (Postal Code)
(Nom de la municipalité ou du bureau de poste) (Code postal)

City of London in the **County of Middlesex**
(Name of Municipality, Geographical Township) *dans le/la* (County, District, Regional Municipality)
(Nom de la municipalité, du canton) (Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Not less than two (2) and not more than five (5)

4. The first director(s) is/are: <i>Premier(s) administrateur(s):</i>		
First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving street & No. or R.R. No. or municipality and postal code. <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
John Q. Doe	345 Somewhere Square, Apt: 29 London, Ont. X1X 3X4	Yes
Jean P. LeBlanc	456 Rue Nonsuch Timmins, Ont. O1O 4O5	Yes

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

2

6. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*



9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

6

First name, initials and surname or corporate name
Prénom, initiale et nom de famille ou dénomination sociale

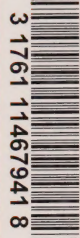
Full residence address or address of registered office or
 of principal place of business giving street & No. or R.R.
 No., municipality and postal code
*Adresse personnelle au complet, adresse du siège
 social ou adresse de l'établissement principal, y
 compris la rue et le numéro, le numéro de la R.R., le
 nom de la municipalité et le code postal*

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators
(Signature des fondateurs)

NOTES



3 1761 11467941 8